Address New Owner:	Map-Parcel Numbers:
SHONEY'S INN NORTH, LTD. 217 West Main Street Gallatin, Tennessee 37066	Part of 19-12 Part of 26-72
Send Tax Bills To:	**Address of Mortgagee:**
Same as above	

This instrument prepared by: Boult, Cummings, Conners & Berry,
222 Third Avenue, North, P.O. Box 198062, Nashville, TN 37219

3462 02/02 0101 03CHECK 1225.46

SPECIAL WARRANTY DEED

BOOK 7461 PAGE 394

FOR AND IN CONSIDERATION of the sum of TEN and NO/100 DOLLARS ($10.00) cash in hand paid, and other good and valuable considerations, the receipt and sufficiency of all of which are hereby acknowledged, NORTH CREEK ASSOCIATES, LTD., a Tennessee limited partnership having AFPC Equity Investors, Ltd., a Tennessee limited partnership, as general partner (the "Grantor") has bargained and sold, and by these presents does transfer and convey unto the said SHONEY'S INN NORTH, LTD., a Tennessee limited partnership, having Gulf Coast Development, Inc. as general partner (the "Grantee"), Grantee's successors and assigns, a certain tract or parcel of land in Davidson County, State of Tennessee, described in Exhibit A which is attached hereto and incorporated herein by reference (the "Property").

DAVIDSON COUNTY, TN
FEB 2 2 58 PM '88
IDENTIFICATION REFERENCE
02048

STATE OF TENNESSEE
COUNTY OF DAVIDSON

The actual consideration or value, whichever is greater, for this transfer is $433,193.50.

AFFIANT: Shoney's Inn North, Ltd.
By: Gulf Coast Development, Inc.

By: _____
Title: Pres.

Subscribed and sworn to before me this 1st day of February, 1988.

Barbara Jean Carpenter
Notary Public
My Commission Expires: 7-13-91

This conveyance of the Property, and all covenants and warranties contained herein, are made expressly subject to the following:

1. Real estate taxes for the current year which have been prorated between the parties.

2. Restrictive covenants contained in instrument of record in Book 7118, page 938, said Register's Office, as amended in instrument of record on Book 7245, page 958, said Register's Office.

3. All matters shown on the recorded Plan of Northcreek Commons of record in Book 6200, page 711, said Register's Office.

This is unimproved property.

TO HAVE AND TO HOLD the said tract or parcel of land, with the appurtenances, estate, title, and interest thereto belonging to the said Grantee, Grantee's successors and assigns, forever.

And Grantor covenants with the Grantee that the Property is free from all encumbrances made or suffered by it, except to the extent otherwise set forth in this Deed.

And Grantor does further covenant and bind itself, to warrant and forever defend the title to the said land to the said Grantee, Grantee's successors and assigns against the lawful claims of all persons claiming by, through, or under it.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 29th day of ~~February~~ January, 1988, the corporate party, if any, having caused its name to be signed hereto by its duly authorized officers on said day and date.

NORTH CREEK ASSOCIATES, LTD., a Tennessee limited partnership

By: AFPC Equity Investors, Ltd., a Tennessee limited partnership, general partner

By: W. Gerald Ezell

W. Gerald Ezell, general partner

STATE OF TENNESSEE

COUNTY OF DAVIDSON

BOOK 7461 PAGE 396

Personally appeared before me, Andrea Barach, Notary Public, W. Gerald Ezell, with whom I am personally acquainted and who acknowledged himself to be general partner of AFPC Equity Investors, Ltd., a limited partnership, and that said limited partnership is the general partner of North Creek Associates, Ltd., a limited partnership, said limited partnership being authorized by North Creek Associates, Ltd. to execute this instrument on behalf of North Creek Associates, Ltd.

WITNESS my hand, at office, this 29th day of ~~February~~ January, 1988.

Andrea Barach
Notary Public

My Commission Expires: 10-9-91

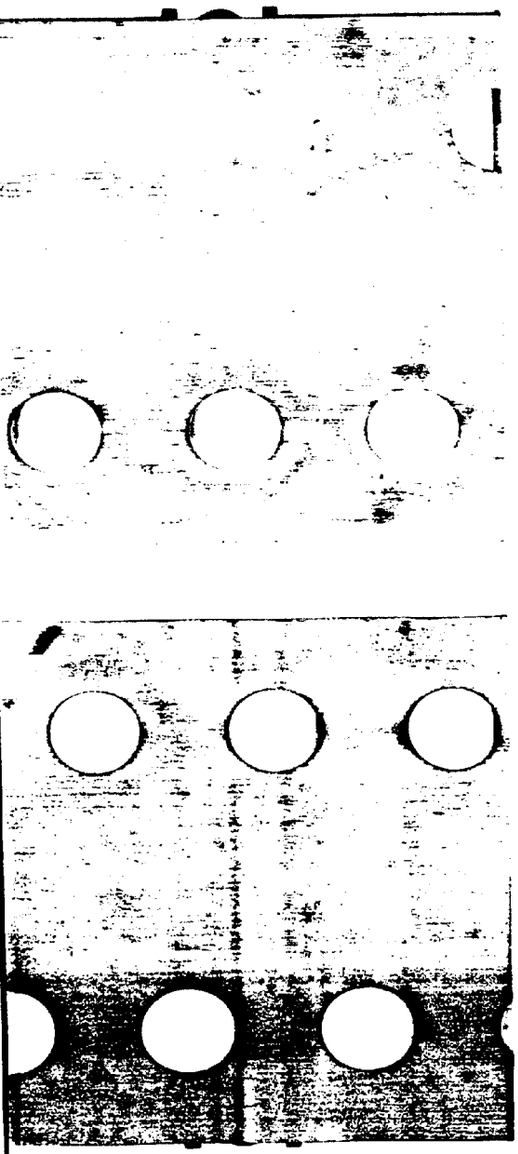
EXHIBIT "A"

A tract of land in the Second Civil District of Metropolitan Nashville, Davidson County, Tennessee, city of Goodlettsville, being more fully described as follows:

Beginning at a set iron pin in the west right-of-way line of Northcreek Boulevard (a 90' wide road) said point being 241.25 feet southeastwardly more or less from the east right-of-way line of Long Hollow Pike and proceeding as follows:

1. Southwardly along said right-of-way with a curve to the right having a radius of 471.52 feet, a distance of 269.98 feet to a set iron pin. Said curve has a chord bearing and distance of S 17° 54' 11" E, 266.31 feet; thence,
2. Continuing S 01° 30' 00" E, for a distance of 118.98 feet to a set iron pin. Said point being the southeast corner of the herein described tract; thence,
3. Severing the land of which this is a part, as conveyed to Northcreek Assoc., Ltd., as recorded in Deed Book 6782, page 355, R.O.D.C., Tennessee, S 88° 30' 00" W, for a distance of 244.98 feet to a set iron pin; thence,
4. With a common property line between Northgate Industrial Park, Section Seven, as recorded in Plat Book 5800, page 107, R.O.D.C., Tennessee and this one, N 18° 09" 00" W, for a distance of 130.00 feet to a set iron pin, said point being the westerly property corner of a tract conveyed to Northgate Industrial Park, Section Five, as recorded in Plat Book 5190, page 515, R.O.D.C., Tennessee; thence,
5. Along a common property line between above said tract and this one, N 45° 18' 31" W, for a distance of 25.00 feet to a set iron pin, said point being the southerly corner of a tract conveyed to Northgate Industrial Park, Section Six, as recorded in Plat Book 5210, page 394, R.O.D.C., Tennessee and the westerly corner of the herein described tract; thence,
6. N 42° 33' 16" E, for a distance of 322.62 feet to the point of beginning and containing 75,338 square feet or 1.730 acres of land more or less.

Being part of the same property conveyed to North Creek Associates, Ltd., a Tennessee limited partnership , by deed from Ervin M. Entrekin, Trustee, of record in Book 6654, page 95, and by deed from Roy C. Flowers of record in Book 6782, page 335, said Register's Office.



OFFICIAL RECEIPT

FELIX Z. WILSON, II
REGISTER OF DAVIDSON COUNTY
NASHVILLE, TENNESSEE

RECEIVED OF _____

FOR _____

BOOK 7461 PAGE 398

CO - CONVEYANCE	CC - CERTIFIED COPY	MISC - MISCELLANEOUS
MO - MORTGAGE	REL - RELEASE	CO TAX - STATE TAX CONVEY
WD - WARRANTY DEED	UCC - UNIFORM COMMERCIAL CODE	MO TAX - STATE TAX MORT
TD - TRUST DEED		PRFEE - PROBATE FEE

DATE	SYMBOL	VALUATION	TAX AND FEES	TOTAL
				CAMT 433193.50
				CON TX 1212.96
				PRFEE 0.50
				WDEED 12.00
				TOTAL 1225.46
				CHECK 1225.46
02/02/88	01			14:59 0001 3462

RECEIPT IS NOT VALID UNTIL CHECK IS PAID BY BANK

020468

IDENTIFICATION REFERENCE

FEB 2 2 50 PM 1988

DAVIDSON COUNTY, TN

No. 58329